

P98000026153

JOHN J. MURPHY III, P.A.

Attorney and Counsellor at Law
3860 SHERIDAN STREET
HOLLYWOOD, FL 33021-3634

JOHN J. MURPHY III
MEMBER FLORIDA AND NEW YORK BARS

TELEPHONE: 954-981-6760
TELECOPIER: 954-981-9729

March 18, 1998

Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002462444-3
-03/19/98-01094-004
****122.50 ****122.50

RE: UPTOWN BISTRO, INC.
OUR FILE NO.: 98-067JM

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **UPTOWN BISTRO, INC.**, together with our trust account check in the amount of **\$122.50** to cover the filing fee. Please furnish the undersigned with a **Certified Copy** of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


JOHN J. MURPHY III, ESQ.

JJM/sca

Enclosures

cc: Mr. and Mrs. Rene Arnet

FILED
98 MAR 19 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3-20-98

CERTIFICATE OF INCORPORATION

FILED

98 MAR 19 AM 9:12

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UPTOWN BISTRO, INC.

I, **THE UNDERSIGNED**, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be **UPTOWN BISTRO, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, lucheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tabacconist, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms, as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company, to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of

the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

The authorized capital stock of this Corporation shall be **one hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.**

ARTICLE V.

PRINCIPAL OFFICE

The principal office of the corporation shall be located at **121 EAST BROWARD BOULEVARD, FORT LAUDERDALE, FLORIDA 33301**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI.

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors shall be not less than **one (1)** nor more than **three (3)**, but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII.

DIRECTORS

The name and address of the first Board of Directors of this Corporation are:

RENE ARNET
President/Secretary

121 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA
33301

ROSWITA ARNET
Vice President/Director

121 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA
33301

ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

RENE ARNET	121 EAST BROWARD BOULEVARD FORT LAUDERDALE, FLORIDA 33301	50 Shares
ROSWITA ARNET	121 EAST BROWARD BOULEVARD FORT LAUDERDALE, FLORIDA 33301	50 Shares


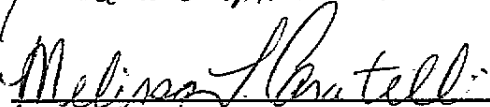
ARTICLE X.
REGISTERED AGENT

RENE ARNET is hereby named as the original **Registered Agent** of this Corporation, upon whom service of process may be held in accordance with the laws of the **State of Florida**, and the street address of the initial **Registered Agent's** office is:


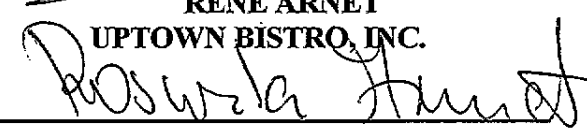
**121 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301**

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the **Secretary of State of Florida** the foregoing **CERTIFICATE OF INCORPORATION**, this 18 day of **MARCH, 1998**.

WITNESSES:


Sandra C. Atkinson

Melissa L. Caratelli

UPTOWN BISTRO, INC.


RENE ARNET
UPTOWN BISTRO, INC.

ROSWITA ARNET

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **RENE ARNET**, personally known to me, and he acknowledged before me that he executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 18 day of **MARCH**, 1998.



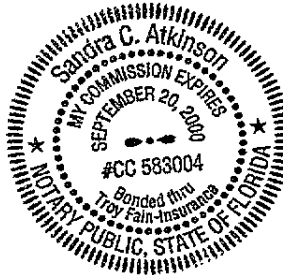

NOTARY PUBLIC

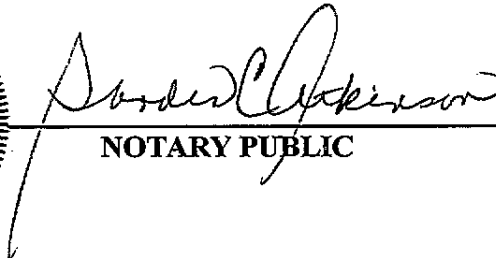
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **ROSWITA ARNET**, personally known to me, and she acknowledged before me that she executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 18 day of **March**, 1998.




NOTARY PUBLIC

CERTIFICATE OF REGISTERED AGENT

FILED

In compliance with **Chapter 48.091, Fla. Stats.**, the following is submitted: **98 MAR 19 AM 9:12**

UPTOWN BISTRO, INC., a corporation desiring to organize under the Laws of the State of **FLORIDA**, has named **RENE ARNET** as its initial **Registered Agent**, and the initial street address of the initial registered office of said Agent is:

**121 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301**

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RENE ARNET